

MONTAUK RENEWABLES, INC.

Nominating and Corporate Governance Committee Charter

Purpose

The purpose of the Nominating and Corporate Governance Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Montauk Renewables, Inc. (the “*Company*”) is to (1) identify individuals qualified to become members of the Board, consistent with criteria approved by the Board; (2) recommend candidates (a) for election as directors at annual meetings of stockholders and (b) to fill Board vacancies and newly-created director positions; (3) recommend whether incumbent directors should be nominated for re-election to the Board upon expiration of their terms; (4) develop, recommend and annually review the Company’s Corporate Governance Guidelines and oversee corporate governance matters applicable to the Board and the Company’s employees; (5) oversee an annual review and evaluation of the Board and its committees; (6) assess and make recommendations to the Board regarding appointments to committees of the Board; and (7) oversee the Company’s policies, objectives and initiatives regarding corporate social responsibility matters.

Membership

Size. The Committee will be comprised of at least two directors, with the exact number to be determined from time to time by the Board.

Independence. Each Committee member must meet the director independence requirements set forth in the listing standards of The Nasdaq Stock Market, LLC (“*Nasdaq*”), except as otherwise permitted by such rules, and any other requirements imposed by applicable laws, rules and regulations, subject to an election by the Company to rely on the exemption available to “controlled companies,” the transition periods applicable to initial public offerings or as may otherwise be permitted by the Nasdaq listing standards.

Selection, Resignation and Removal. Committee members will be appointed by a majority vote of the Board from among its members, including to fill vacancies following the death, resignation or removal of a Committee member. The Board will select a Committee Chair from among the Committee’s members. Committee members will serve at the pleasure of the Board until such member’s successor is duly appointed and qualified or until such member’s resignation upon written notice to the Board or removal by a majority vote of the Board.

Authority and Responsibilities

The Committee’s authority and responsibilities include the following:

Board Nominees and Service

1. Develop Nominating Criteria. The Committee will periodically assess, develop and communicate with the Board concerning the appropriate criteria, objectives and

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procedures for nominating and appointing directors, including the size and composition of the Board, corporate governance policies, applicable listing standards, laws, rules and regulations, the consideration of stockholder nominees to the Board and other factors considered appropriate by the Board or the Committee. The Board membership criteria are set forth in the Company's Corporate Governance Guidelines.

2. Identify New Director Candidates. The Committee will identify and review individuals believed to be qualified to become Board members, and recommend candidates to the Board to fill new or vacant positions. The Committee will also review the qualifications of, and make recommendations to the Board regarding, director nominations submitted to the Company by stockholders in accordance with the Company's bylaws or otherwise. When identifying candidates for Board membership, the Committee will include, and will request that any search firm it engages include, qualified women and racially/ethnically diverse persons in the initial pool from which director nominees are chosen.

In recommending candidates, the Committee will consider such other factors as it deems appropriate, consistent with the factors detailed in the Company's Corporate Governance Guidelines.

3. Evaluate Incumbent Directors. The Committee will evaluate and recommend to the Board whether an incumbent director should be nominated for re-election to the Board upon expiration of such director's term. The Committee will consider the same factors established for new director candidates to make its evaluation and recommendation and will also take into account the incumbent director's qualifications, suitability and performance as a Board member and such other factors as the Committee deems appropriate. The Committee will also review matters relating to director service identified for its consideration by the Board and/or under the Corporate Governance Guidelines, including, without limitation, the appropriateness of continued service on the Board under certain circumstances set forth in the Corporate Governance Guidelines and/or when a director is contemplating accepting an appointment to an audit or compensation committee of another public company board.
4. Evaluate Independence. The Committee will conduct an annual evaluation of whether each member of the Board qualifies as independent under applicable standards and will present its recommendation to the Board.
5. Recommend Slate of Nominees for Annual Meetings of Stockholders. The Committee will annually present to the Board a list of individuals recommended for nomination for election to the Board at the annual meeting of stockholders, and for appointment to the committees of the Board (including the Nominating and Corporate Governance Committee).

Board Committees

6. Recommend Committee Members. The Committee will make recommendations to the Board regarding committee membership and to fill vacancies on the Company's standing committees in accordance with the policies and principles in each committee's charter. In recommending a candidate for appointment to a particular Board committee, the Committee will consider the business experience and the interplay of the candidate's experience with that of the other committee members, the benefits of periodic rotation of Board committee members and such other factors as it deems appropriate.

Corporate Governance

7. Review Corporate Governance Guidelines. At least annually, the Committee will review the Company's Corporate Governance Guidelines and recommend changes to the Board, as it deems appropriate.
8. Review Certificate of Incorporation and Bylaws. The Committee will periodically review proposed changes to the Company's certificate of incorporation and bylaws, and make recommendations to the Board, as it deems appropriate.
9. Review Corporate Governance Policies. At least annually, the Committee will review the Company's policies and procedures regarding corporate governance matters, including the Company's (a) code of ethics and (b) environmental, safety, sustainability and corporate social responsibility policies, objectives, practices and risk exposures, and recommend any proposed changes to the Board for approval.
10. Proxy Proposals. The Committee will review and make recommendations to the Board with respect to any proposal recommended by management or properly presented by a stockholder for inclusion in the Company's annual proxy statement. The Committee may, as appropriate in light of the subject matter of the proposal, refer any such proposal to any other committee of the Board for purposes of such review and recommendations. The Committee will consider the voting results of any stockholder proposals and recommend to the Board the Company's response, if any.
11. Recommendations as to the Board. The Committee will make recommendations to the Board regarding the appropriate size of the Board, the frequency of meetings, committee rotation policies and the effectiveness of the Board in fulfilling its obligations to the Company and its stockholders.

Other

12. Administer Evaluations. The Committee will oversee an annual evaluation of the structure, organization, policies, performance and effectiveness of the Board, its committees and each director.

13. Orientation and Continuing Education. The Committee will develop with management processes and programs for the orientation of new directors and continuing education for all directors, and will review the effectiveness of such processes and programs.
14. Other Delegated Duties or Responsibilities. The Committee will perform any other duties or responsibilities delegated to the Committee by the Board from time to time, and perform any other activities consistent with this Nominating and Governance Committee Charter (this “*Charter*”), Nasdaq listing standards, the Company’s certificate of incorporation, bylaws and applicable laws, rules and regulations.

Meetings

The Committee will meet as frequently as necessary to carry out its responsibilities under this Charter. The Committee may meet in person, telephonically or by other communications equipment by means of which all persons participating in the meeting can hear each other. The Committee Chair will, in consultation with the other members of the Committee and appropriate officers of the Company, establish the agenda for each Committee meeting. Any Committee member may submit items to be included on the agenda. Committee members may also raise subjects that are not on the agenda at any meeting. The Committee Chair or a majority of the Committee members may call a meeting of the Committee at any time. A majority of the number of Committee members selected by the Board will constitute a quorum for conducting business at a meeting of the Committee. The act of a majority of Committee members present at a Committee meeting at which a quorum is in attendance will be the act of the Committee, unless a greater number is required by law, the Company’s certificate of incorporation or its bylaws. The Committee Chair will supervise the conduct of the meetings and will have such other responsibilities as the Board or the Committee may designate from time to time.

The Committee may request any officer or employee of the Company, or any representative of the Company’s internal or outside legal counsel or other advisors, to attend a meeting or to meet with any members or representatives of the Committee. Any Committee member may be excused from a meeting to permit the remaining members of the Committee to act on any matter in which such member’s participation is not appropriate, and such member’s absence will not destroy the quorum for the meeting. The Committee may act by unanimous written consent in lieu of a meeting.

The Committee will maintain minutes or other records of its meetings and will give regular reports to the Board on these meetings, including the Committee’s actions, conclusions and recommendations and such other matters as required by this charter or as the Board may from time to time specify. Reports to the Board may take the form of oral reports by the Committee Chair.

Delegation

Except as otherwise provided in the Company’s certificate of incorporation, bylaws, applicable laws, regulations, listing standards or a resolution of the Board, the Committee may, in its discretion, form subcommittees and delegate all or a portion of its duties and responsibilities to a subcommittee, an individual member of the Committee or officers of the Company.

Resources and Authority

The Committee will have the appropriate resources and authority to discharge its responsibilities as required by law, including, without limitation, appropriate funding in such amount as the Committee deems necessary, to compensate any consultants or any other advisors, including independent counsel, retained by the Committee, and will have the authority to investigate any matter brought to its attention within the scope of its duties. The Committee will have the sole authority to retain and terminate search firms to assist in the identification of director candidates and the sole authority to set the fees and other retention terms of such search firms.

Annual Review

At least annually, the Committee will (1) review this Charter with the Board and recommend any changes to the Board and (2) evaluate its performance against the requirements of this Charter and review this evaluation with the Board. The evaluation will include the establishment of goals and objectives of the Committee for the upcoming year. The Committee will conduct its review and evaluation in such manner as it deems appropriate.